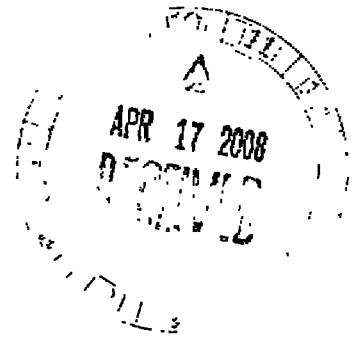


RECORDATION NO. 22768-H FILED

APR 17 '08

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SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

April 15, 2008

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 24, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22768.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Texas Oklahoma & Eastern Railroad Co.  
c/o Weyerhaeuser Company  
33663 Weyerhaeuser Way South  
Federal Way, WA 98003

A description of the railroad equipment covered by the enclosed document is sixty five (65) 50'6" Plate F boxcars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

  
Marcia Dunne  
Rail Documentation Specialist

Enclosures

(10E016)

APR 17 '08

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ASSGN: TOE016

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24<sup>th</sup> day of March, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Texas, Oklahoma & Eastern Railroad Company ("Lessee"), an Oklahoma corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 16 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October, 13, 2007 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: VICE PRESIDENT SALES & MARKETINGBy: Susan GrokulskaName: SUSAN GROKULSKY  
ASST DIRECTOR OFTitle: DOCUMENTATIONExecuted on this 24<sup>th</sup> day of March, 2008.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

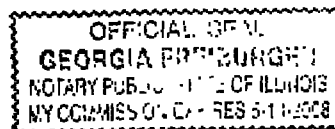
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of March, 2008.

Georgia Freiburger  
Notary Public

My Commission Expires:

5 2008  
(Notary Public)



LESSEE:

TEXAS, OKLAHOMA & EASTERN RAILROAD COMPANY

By: Dale King

Name: DALE KING

Title: PRESIDENT

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

[CORPORATE SEAL]

STATE OF Washington

COUNTY OF King

I, Judy A. Moore, a Notary Public of the County and State aforesaid, certify that Dale King personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of March, 2008.

~~March 30,~~ Judy A. Moore  
Notary Public

Commission Expires:

3-30-09  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:**           Sixty-five (65)

**DESCRIPTION OF CARS:**   50'6" Plate F Boxcars, 6269 cu. ft., with 12' plug doors, loading to 286,000 pounds

**CAR NUMBERS:**

NOKL 570251	NOKL 570346
NOKL 570255	NOKL 570348
NOKL 570257	NOKL 570352
NOKL 570260	NOKL 570359
NOKL 570261	NOKL 570360
NOKL 570262	NOKL 570364
NOKL 570263	NOKL 570367
NOKL 570264	NOKL 570369
NOKL 570265	NOKL 570370
NOKL 570268	NOKL 570374
NOKL 570273	NOKL 570375
NOKL 570274	NOKL 570377
NOKL 570275	NOKL 570380
NOKL 570282	NOKL 570383
NOKL 570283	NOKL 570387
NOKL 570291	NOKL 570393
NOKL 570294	NOKL 570398
NOKL 570295	NOKL 570399
NOKL 570298	NOKL 570400
NOKL 570301	NOKL 570401
NOKL 570310	NOKL 570403
NOKL 570315	NOKL 570405
NOKL 570321	NOKL 570406
NOKL 570323	NOKL 570407
NOKL 570327	NOKL 570409
NOKL 570330	NOKL 570416
NOKL 570332	NOKL 570417
NOKL 570335	NOKL 570418
NOKL 570337	NOKL 570419
NOKL 570338	NOKL 570518
NOKL 570339	NOKL 570522
NOKL 570341	NOKL 570526
	NOKL 570650